

BOEING CO  
Form 8-K  
August 10, 2017

UNITED  
STATES  
SECURITIES  
AND  
EXCHANGE  
COMMISSION  
Washington,  
D.C. 20549  
Form 8-K

Current Report

PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934

August 10, 2017

Date of Report (Date of earliest event reported)

The  
Boeing  
Company  
(Exact  
name of  
registrant  
as  
specified  
in its  
charter)

|   |                       |  |
|---|-----------------------|--|
| Delaware  | 1-442                 | 91-0425694                                 |
| (State or Other Jurisdiction<br>of Incorporation) | (Commission File No.) | (I.R.S. Employer<br>Identification Number) |

|   |            |
|---|------------|
| 100 N. Riverside, Chicago, IL                           | 60606-1596 |
| (Address of Principal Executive Offices)                | (Zip Code) |
| (312) 544-2000  |            |
| (Registrant's Telephone Number, Including Area<br>Code) |            |

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Edgar Filing: BOEING CO - Form 8-K

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))  
Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

---

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On August 10, 2017, the Board of Directors (the “Board”) of The Boeing Company (the “Company”) elected Caroline B. Kennedy, the former U.S. Ambassador to Japan, as a director. The Board has appointed Ms. Kennedy to the Audit Committee and the Finance Committee. Ms. Kennedy will participate in the Company’s nonemployee director compensation program, which is described on pages 18 to 20 of the Company’s proxy statement for its 2017 Annual Meeting of Shareholders filed with the Securities and Exchange Commission on March 17, 2017. A copy of the Company’s press release announcing the election of Ms. Kennedy is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On August 10, 2017, the Board adopted an amendment to Article II, Section 1 of the Company’s By-Laws to increase the number of directors from thirteen to fourteen. A copy of the amended and restated By-Laws is attached hereto as Exhibit 3.2 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit Number | Description  |
|----------------|--|
| 3.2            | By-Laws of The Boeing Company, as amended and restated effective August 10, 2017 |
| 99.1           | Press Release issued by The Boeing Company dated August 10, 2017                 |

---

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

THE BOEING COMPANY

(Registrant)

By: /s/ Grant M. Dixon  
Grant M. Dixon

Vice President, Deputy General Counsel and Corporate Secretary

Date: August 10, 2017

---

INDEX TO EXHIBITS

| Exhibit<br>Number | Description  |
|-------------------|--|
| 3.2               | By-Laws of The Boeing Company, as amended and restated effective August 10, 2017 |
| 99.1              | Press Release issued by The Boeing Company dated August 10, 2017                 |